

Board of Directors – Regular Business Meeting
425 N. Capital Ave., Idaho Falls, ID 83402
Wednesday, March 26, 2014, 7:30 a.m.

Minutes:

In Attendance: Board Members Terri Gazdik, Cindy Ozaki, Janet Trujillo, Board Member-Elect Allan Woolley, IFAD Legal Counsel Mark Fuller, IFAD Administrative Coordinator Jennie Weitzel, Architect Kevin DeKold, Mayor Rebecca Casper, Bob Everhart and Kitty Sieh. Excused: Board Member Kris Meek.

I. Call to Order:

Conducted by Chairman Ozaki, the meeting was called to order at 7:34am.

II. Adoption of the Agenda:

Action: Ms. Gazdik moved to adopt the Agenda.

Action: Ms. Trujillo seconded the motion.

Result: All members present voted in the affirmative.

III. Approval of 3/12/14 Business Meeting Minutes:

Action: Ms. Trujillo moved to approve the 3/12/14 Minutes.

Action: Ms. Gazdik seconded the motion.

Result: All present voted in the affirmative.

IV. Swearing in of new Board Member: Mr. Fuller provided official swearing in of new board member Mr. Allan Woolley. All present congratulated and welcomed Mr. Woolley. Mr. Fuller will obtain and file the official Certificate and written Oath of Office.

V. Approval of Payables:

Action: Ms. Gazdik moved to approve the payables.

Action: Ms. Trujillo seconded the motion.

Result: All present voted in the affirmative.

Discussion: Chamber of Commerce Invoice received day of the meeting and presented by Ms. Ozaki for payment. The invoice appears to begin the flat rate billing that had been previously discussed although no formal agreement has been reached. A tenant meeting is still desired but not yet scheduled.

Action: Ms. Gazdik moved to approve paying Chamber invoice net of the \$14 conference phone charge which is included and had previously been billed and to pay the flat fee monthly.

Action: Ms. Trujillo seconded the motion.

Results: All present voted in the affirmative.

- VI. Legal Training: Conflict of Interest:** Mr. Fuller distributed Board Policy V: Conflict of Interest adopted August 2013. He verified that the policy primarily requires disclosure and not necessarily disqualification. Mr. Fuller provided and reviewed code provisions: 59-703 and 59-704 and explained provisions to show that conflict of interest does not automatically excuse a board member from constituting a quorum, debating or voting unless board member specifically requests to be excused. The code only requires that the board member with the perceived conflict make the other board members aware that his/her opinion may be influenced. Board members who disclose conflict of interest may still vote if they or their family members have no monetary gain and if the body does not excuse them from voting. As long as the disclosure was noted in the minutes, the board member is then free of criminal or civil responsibility. Mr. Fuller recommends board members contact IFAD counsel to discuss any agenda items that may provide a conflict of interest prior to board meeting so time is not taken to determine and personal information is not divulged publicly.
- VII. Policy Introduction: Separation of Duties:** Mr. Fuller distributed a draft policy: Separation of Financial Responsibility established as a result of the 2013 audit suggestions by Rudd & Co. Discussion of specific accounts as it relates to bullet point number six. Changes to be made by Mr. Fuller and presented at the next board meeting. Ms. Gazdik suggested sending draft policy to Rudd and Co. for review to verify the board is addressing all concerns. Mr. Fuller distributed Policy I, Money: Disbursements, Cash and Credit, which was adopted in 2012, as a review and noted the new policy is not meant to replace, only supplement, existing policy.
- VIII. Executive Director Committee:** Ms. Ozaki noted the requirements of the District are getting to be more than she is able to handle as Board Chairman. She suggested that Mr. Meek and Ms. Gazdik serve on an Executive Director Committee to determine skill set, develop a job description, pay rate and then advertise for an Executive Director position.
Action: Ms. Trujillo motioned to form the Executive Director Committee with Ms. Gazdik and Mr. Meek as members.
Action: Ms. Gazdik seconded the motion.
Result: All present voted in the affirmative.
Discussion: Ms. Gazdik noted work responsibilities will keep her busy until after the April 15 tax deadline.
- IX. Tech Support Review:** The District's current two year Best Buy Tech Support contract ends this week. In recent dealings, Ms. Ozaki and Ms. Weitzel noted dissatisfaction with verification of tech support coverage on multiple occasions, duration of time taken to do tech support and follow up installation.
Action: Ms. Trujillo motioned to not renew BestBuy service contract.
Action: Ms. Gazdik seconded the motion.
Result: All in favor voted in the affirmative.

Discussion: Recommendations for and research of local tech support will be done and, when needed, a local firm will be used for future District tech support. Invoices will be presented as work is performed.

X. Reports and Updates:

A. Architectural Report: Mr. DeKold discussed scheduling and concluded that CRSA's best recommendation allows for hockey to be played by the fall of 2016. The schedule allows for a CMGC to be on board throughout design and allows dirt work, road, bridges and canal work to be done this calendar year. Discussion and decision on who will build road must be determined. Mr. DeKold will forward revised schedule to board members.

B. Administrative Reports and Updates: Ms. Weitzel showed the board the press release from the Post Register on Mr. Woolley's appointment.

C. Other Reports: None given.

XI. Calendar and Announcements: PRIMA training in Pocatello on May 1, Ms. Ozaki plans to attend. The Chamber luncheon on April 1st. Please reserve as soon as possible. The Chamber of Commerce Mayor's Business Day on April 29, 2014. Ms. Trujillo suggested the District have flyers available to distribute at Mayor's Business Day.

Action: Ms. Trujillo motioned to reserve a table for eight (8) for the Mayor's Business Day.

Action: Ms. Gazdik seconded the motion.

Result: All in favor voted in the affirmative.

XII. Public Comment: Mr. Everhart announced his retirement from the Downtown Development effective mid-April and noted he will continue to be present in downtown Idaho Falls and serve on local boards.

XIII. Adjournment:

Action: Ms. Trujillo moved to adjourn the meeting.

Action: Ms. Gazdik seconded the motion.

Result: The vote was unanimous in the affirmative. Meeting was adjourned at 8:44 am.